

Emirates NBD Bank AUD Fixed Rate Notes due November 2031

Terms of the Notes

Issuer	: Emirates NBD Bank PJSC
Issuer Ratings	: Issuer is rated A3 by Moody's and A+ by Fitch
Issue Rating	: A3 by Moody's
Status	: Senior unsecured notes
Lead Manager	: HSBC Bank plc
Offering Documentation	: Drawdown from Issuer's USD 20,000,000,000 EMTN Programme dated 13 July 2021 as supplemented from time to time
Principal Amount	: AUD 20,400,000
Pricing Date	: 2 November 2021
Issue Date	: 9 November 2021
Maturity Date	: 9 November 2031
Coupon	: 3.60% per annum
Issue Price	: 100%
Interest Payment Dates	: Annually, every 9 November each year up to and including the Maturity Date. The first Interest Payment Date is 9 November 2022.
Redemption at Maturity	: 100%
Day Count Fraction	: 30/360, Unadjusted
Business Day Convention	: Following Business Day
Form of Notes	: Bearer Notes, Classic Global Notes
Listing	: Dublin
Denominations	: AUD 170,000 x 10,000
Business Days	: Sydney, London, New York
ISIN	: XS2406737622
Delivery	: Delivery against payment
Governing Law	: English Law
Settlement	: Euroclear/Clearstream
Prohibition of Sales to EEA Retail Investors	: Not Applicable
Prohibition of Sales to UK Retail Investors	: Not Applicable

IMPORTANT NOTICE

By accepting, viewing or reading this document, the recipient agrees to be bound by the following obligations and limitations.

This document is strictly confidential to the recipient and has been prepared by HSBC Bank plc (including, where relevant, its group undertakings and affiliates, "**HSBC**"), on behalf of the Issuer and the Guarantor(s) (if any) named herein, for information purposes only in connection with the securities referred to above (the "**Securities**"). This document is an indicative summary of the terms and conditions of the transaction described herein.

The distribution of this Term Sheet and the offering in certain jurisdictions may be restricted by law and therefore persons into whose possession this Term Sheet comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdiction.

This document does not constitute or form a part of any offer or solicitation to purchase or subscribe for the Securities in the United States or any other jurisdiction. The Securities have not been and will not be registered under the U.S. Securities Act of 1933 (the "**Securities Act**") and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")). No public offering of the Securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited.

This document does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities nor is it intended to be an inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000 of the United Kingdom (the "**FSMA**").

INVESTORS SHOULD NOT SUBSCRIBE FOR ANY SECURITIES REFERRED TO HEREIN EXCEPT ON THE BASIS OF THE INFORMATION CONTAINED IN THE APPLICABLE OFFERING DOCUMENT(S) AND THE APPLICABLE FINAL TERMS OR PRICING SUPPLEMENT OR OTHER RELATED CONTRACTS (THE "**FINAL DOCUMENTATION**").

Investors acknowledge that they have such business and financial experience as is required to give them the capacity to protect their own interest in connection with the purchase of the Securities. Investors also acknowledge that they have not relied and will not rely on HSBC in connection with their analysis or decision to purchase the Securities, on any investigation that HSBC may conduct with respect to the Issuer, the Guarantor(s) (if any), or the Securities and HSBC has not made any representation or warranty or recommendation, express or implied, with respect to the Issuer, the Guarantor(s) (if any) or the Notes or the accuracy, adequacy or completeness of the Final Documentation, and HSBC does not accept or have any responsibility or liability for any of such information.

In the event of the Securities being listed on an EEA Regulated Market, this Term Sheet is an advertisement for the purposes of Prospectus Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and underlying legislation. It is not a prospectus or final terms for the purposes of the Prospectus Regulation. The Final Documentation, when available, will be published by the Issuer in accordance with the Prospectus Regulation and will be or has been (as the case may be) made available at the office of the Issuer, on the Issuer's website, or on the website of the relevant Stock Exchange (as the case may be).

In the event of the Securities will be listed on the London Stock Exchange please, this Term Sheet is an advertisement for the purposes of Prospectus Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") and underlying legislation. It is not a prospectus or final terms for the purposes of the UK Prospectus Regulation. The Final Documentation, when available, will be published by the Issuer in accordance with the Prospectus Regulation and will be or has been (as the case may be) made available at the office of the Issuer, on the Issuer's website, or on the website of the London Stock Exchange.

HSBC makes no representation, warranty or undertaking and accepts no responsibility as to the accuracy or completeness of any information contained in this document. The value of any investment may fluctuate as a result of market changes. The information in this document is not intended to predict actual results and no assurances are given with respect thereto.

HSBC is not responsible for providing or arranging for the provision of any general financial, strategic or specialist advice, including legal, regulatory, accounting, model auditing or taxation advice or services or any other services in relation to the transaction and/or any related securities described herein. HSBC is acting solely in the capacity of arms' length contractual counterparty and not as adviser, agent or fiduciary to any person. HSBC accepts no liability whatsoever to the fullest extent permitted by law for any losses (including any consequential losses) arising from the use of this document or reliance on the information contained herein. Any person considering an investment in securities should consult their own independent advisers.

HSBC MAY MAKE A FEE AND/OR MARGIN IN RELATION TO THE PLACEMENT OF THE SECURITIES. DETAILS OF THE FEE AND/OR MARGIN MAY BE MADE AVAILABLE ON REQUEST FROM YOUR USUAL HSBC CONTACT.

MiFID II professionals/ECPs-only – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels).

NO ACTION HAS BEEN OR MAY BE TAKEN TO PERMIT A PUBLIC OFFERING OF ANY SECURITIES IN ANY JURISDICTION IN WHICH ACTION FOR THAT PURPOSE IS REQUIRED. NO OFFERS, SALES, RESALES OR DELIVERY OF ANY SECURITIES DESCRIBED HEREIN OR DISTRIBUTION OF ANY OFFERING MATERIAL RELATING TO ANY SUCH SECURITIES MAY BE MADE IN OR FROM ANY JURISDICTION EXCEPT IN CIRCUMSTANCES WHICH WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS AND WHICH WILL NOT IMPOSE ANY OBLIGATION ON HSBC OR ANY OF ITS AFFILIATES.

A rating is not a recommendation to buy, sell or hold Securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

HSBC, its affiliates and the individuals associated therewith may (in various capacities) have positions or deal in products, investments and transactions (or related derivatives) identical or similar to those described herein.

This Term Sheet has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of HSBC or any person who controls any of them, nor any member, director, officer, employee nor agent of any of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the versions of this document distributed to you in electronic format.

HSBC Bank plc is registered in England No. 14259. Registered Office: 8 Canada Square, London E14 5HQ, United Kingdom.
HSBC Bank plc authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.